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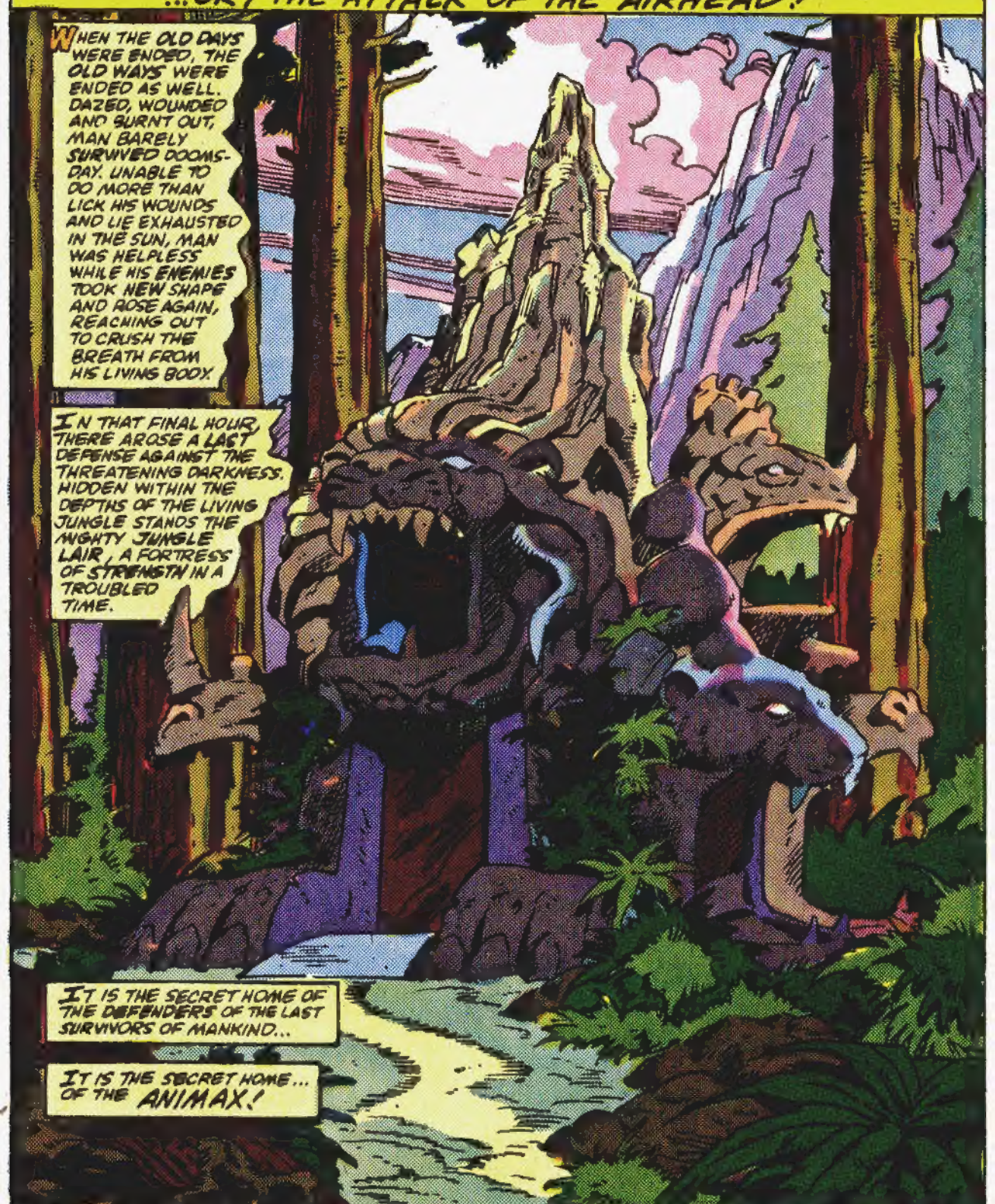
MARVEL®
"RETREAD'S REVENGE!"

Stan Lee PRESENTS:

THE RETREAD PLOT!

...OR, THE ATTACK OF THE AIRHEAD!



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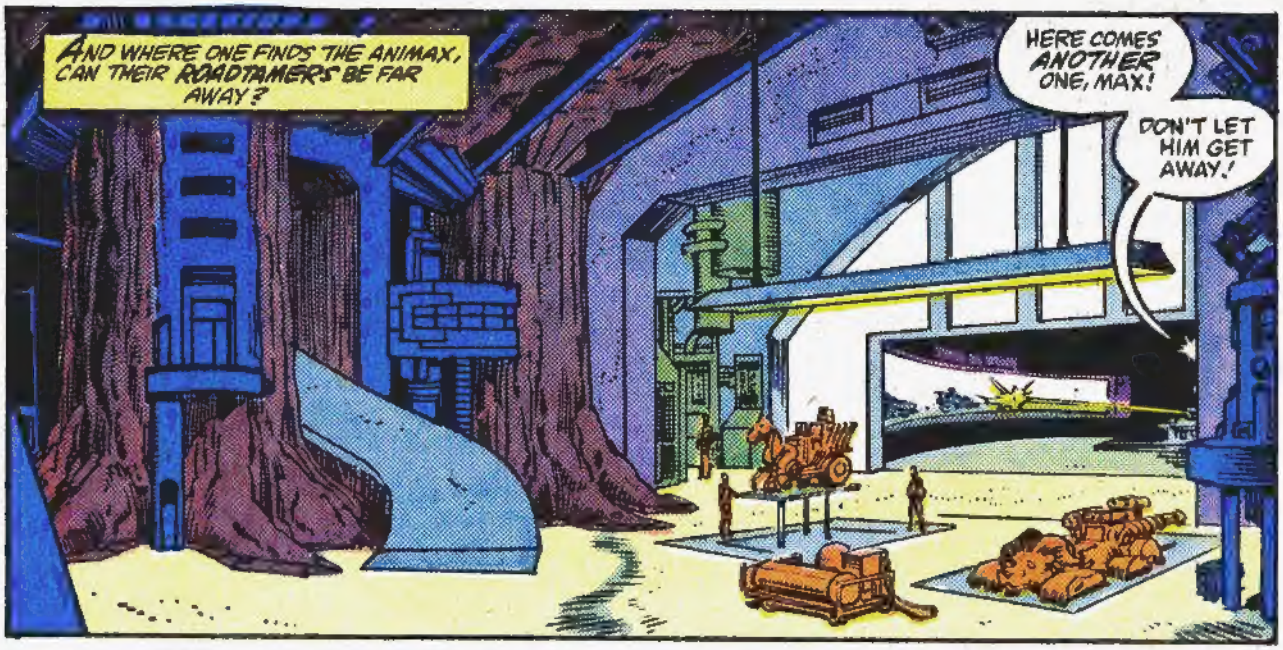
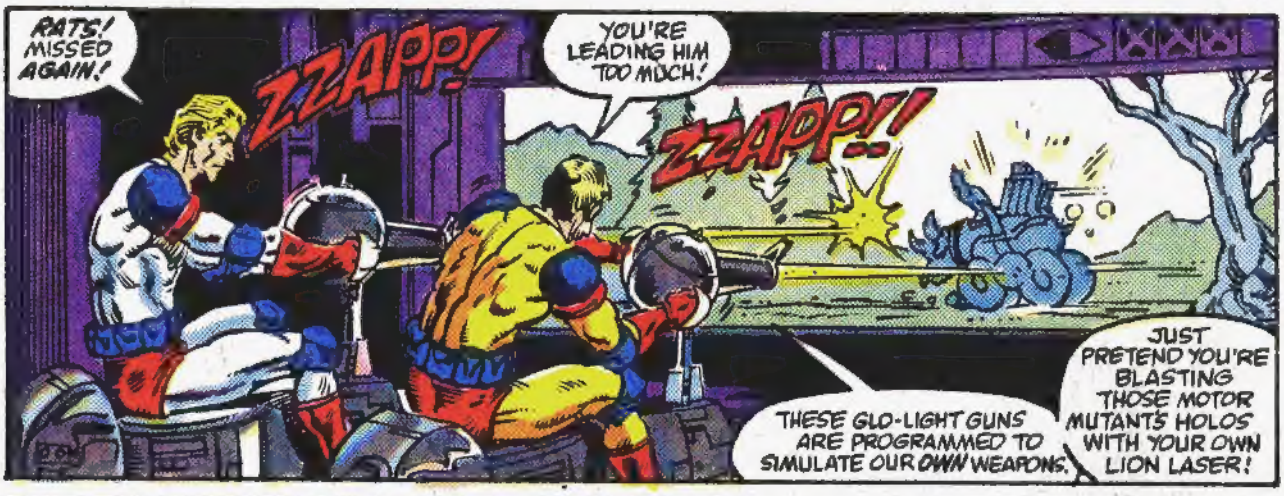
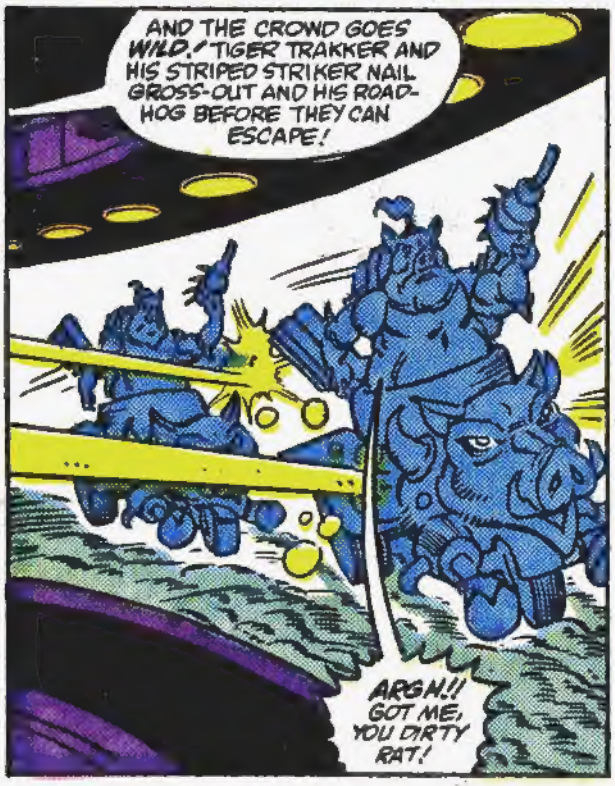

AND WHERE ONE FINDS THE ANIMAX, CAN THEIR ROADTAMERS BE FAR AWAY?
HERE COMES ANOTHER ONE, MAX!
DON'T LET HIM GET AWAY!

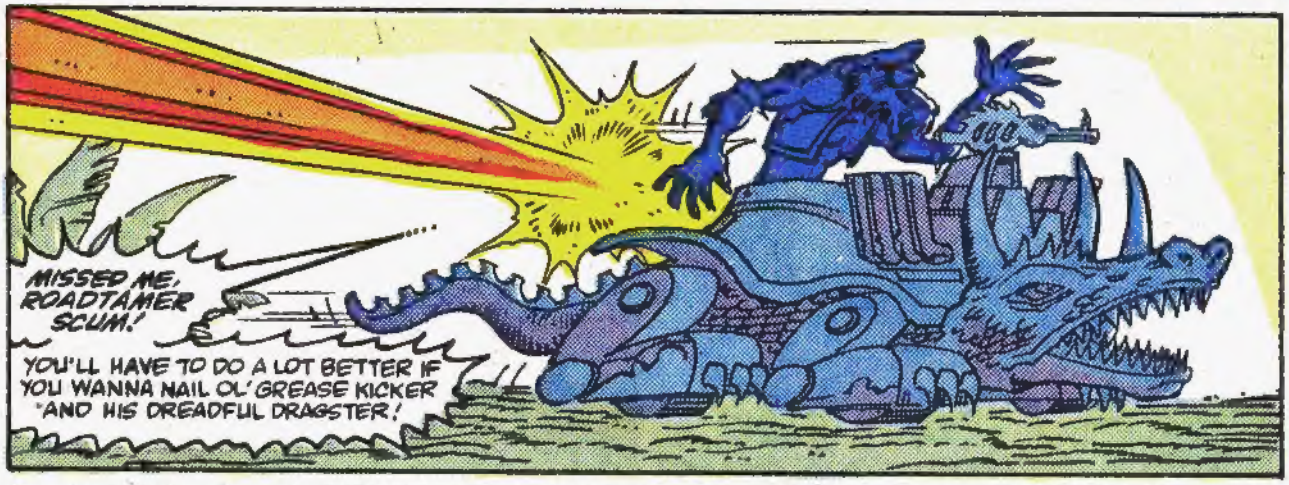

RATS! MISSED AGAIN!
ZZAPP!
YOU'RE LEADING HIM TOO MUCH!
ZZAPP!!
THESE GLO-LIGHT GUNS ARE PROGRAMMED TO SIMULATE OUR OWN WEAPONS.
JUST PRETEND YOU'RE BLASTING THOSE MOTOR MUTANTS HOLOS WITH YOUR OWN LION LASER!


AND THE CROWD GOES WILD! TIGER TRAKKER AND HIS STRIPED STRIKER NAIL GROSS-OUT AND HIS ROAD-HOG BEFORE THEY CAN ESCAPE!
ARGH!! GOT ME, YOU DIRTY RAT!

AND THE TIGER'S EAGLE EYE CATAPULTS HIM INTO THE LEAD!

EXCEPT THAT I'VE NEVER BEATEN YOU BEFORE AT TARGET PRACTICE, MAX.
WHY NOW?
DO YOU HAVE TO ASK?
MAYBE YOU WEREN'T AS GOOD A SHOT AS THE ORIGINAL MAX ACTION...

...BUT I'M NOT HIM! I'M ONLY A REPLICA, A CLONED CLOWN WHO CAN'T HIT THE SIDE OF A BARN!
ZAPPP!


MISSED ME, ROADTAMER SCUM!
YOU'LL HAVE TO DO A LOT BETTER IF YOU WANNA NAIL OL' GREASE KICKER AND HIS DREADFUL DRAGSTER!

GIVE IT TIME, MAX. IT'LL COME BACK TO YOU. MAX ACTION WAS MY BEST FRIEND AND YOU'VE GOT ALL THE SKILLS HE HAD.
I'VE SEEN YOU IN COMBAT AND I KNOW THAT WHETHER YOU THINK SO OR NOT, YOU'RE THE REAL MAX ACTION NOW.
YOU'RE JUST THINKING ABOUT IT TOO MUCH.
RELAX A LITTLE. WHY DON'T YOU GO TO SEE HEATER?

I'M NOT SURE I OUGHT TO TAKE THE TIME OFF.

DON'T WORRY, I'LL HANDLE THINGS HERE WHILE YOU'RE GONE.

YOU TWO SEEMED TO HIT IT OFF PRETTY WELL, AND *SHE* CAN TAKE YOUR MIND OFF YOUR TROUBLES IF ANYBODY CAN.

A LITTLE R & R IS JUST WHAT YOU NEED.

MAYBE YOU'RE RIGHT, TIGER. I'LL TAKE JUNGLE MAX AND RIDE OVER TO PEOPLOPOLIS.

I COULDN'T LET MAX KNOW HOW WORRIED I REALLY AM.

X-TINCTOR AND THE REST OF HIS MOTOR MUTANTS ARE STILL OUT THERE SOMEWHERE ON THE LITESIDE OF EARTH.

ZZAPP!

AND EVEN THOUGH THE NEW MAX IS AN EXACT DUPLICATE OF THE ORIGINAL, IS HE *REALLY* AS GOOD?

BLAST YOU, *X-TINCTOR!* IF *YOU* HADN'T KILLED THE ORIGINAL MAX,* THEN I WOULDN'T HAVE TO *WORRY* ABOUT THINGS LIKE THIS!

DINNG! DINNG!

NOBODY BUT ME AND HEATER KNOW MAX'S REAL STORY. BUT HE'S WORRYING ABOUT IT AND IT'S SLOWING HIM DOWN.

* X-TINCTOR AND THE MOTOR MUTANTS AMBUSHED & SLEW THE ORIGINAL MAX ACTION IN ISSUE #1 - DON.

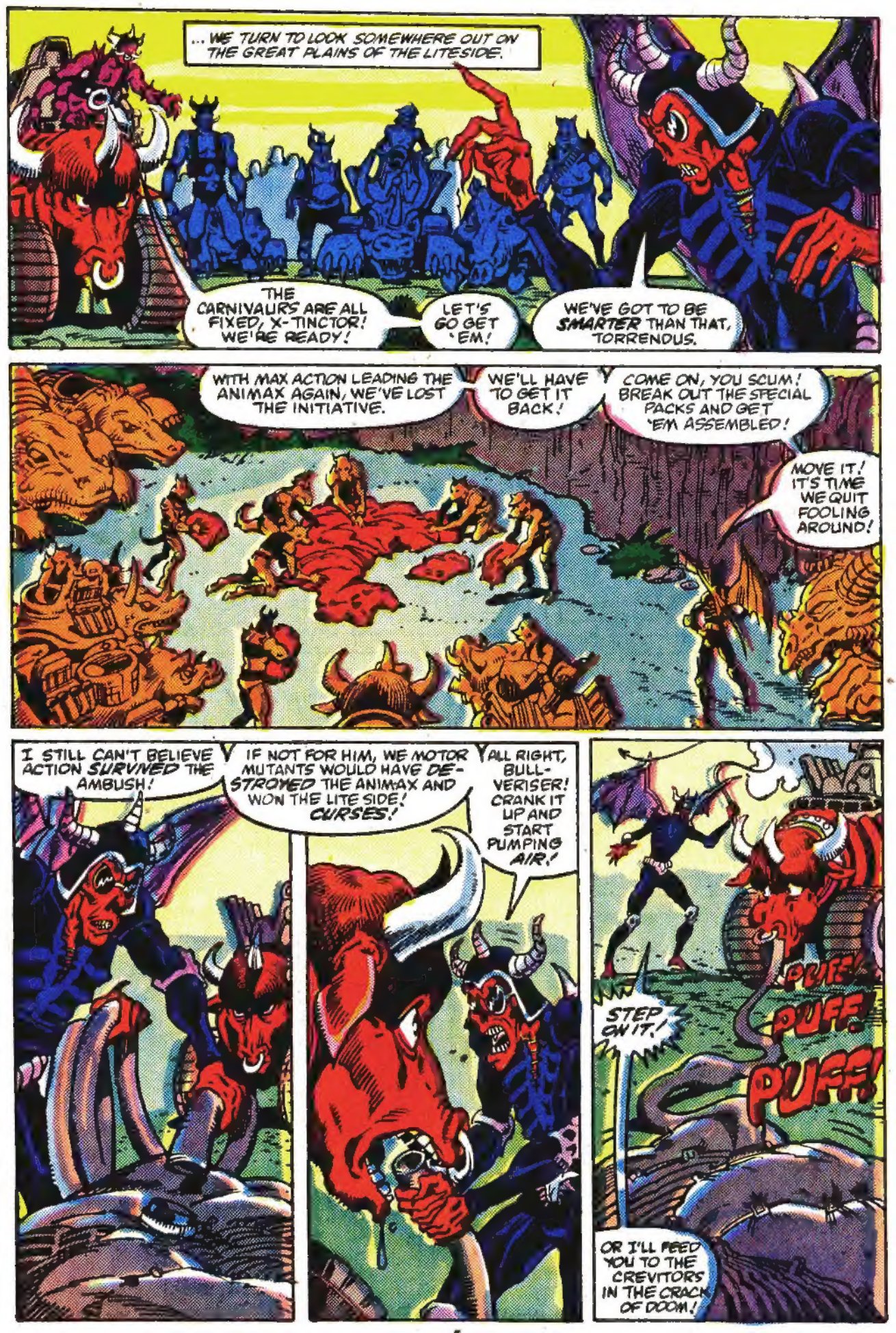
WILL HE BEAR THE PRESSURE OF BEING THE ANIMAX LEADER?

CAN I TAKE THE LEADERSHIP ROLE AWAY FROM MAX IF I HAVE TO? WILL IT DESTROY THE MORALE HERE IF I TRY?

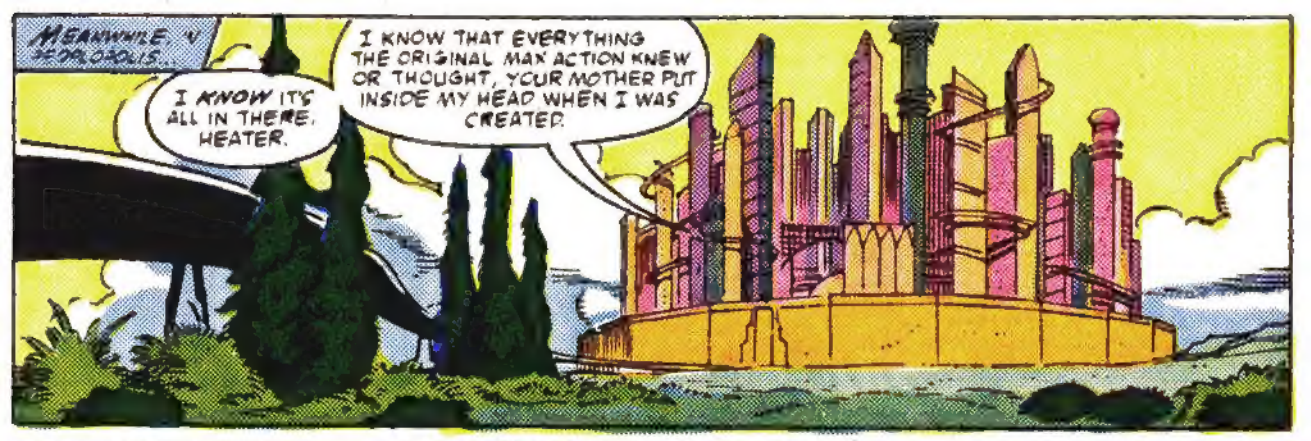
AND IF HE CAN'T CUT IT, WHAT THEN?

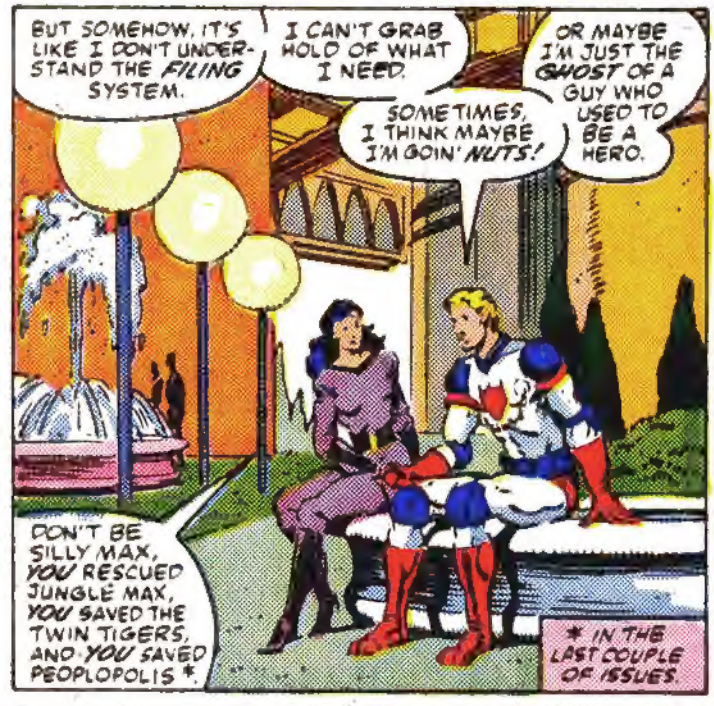
THE ANIMAX NEED A *STRONG* LEADER. WHO *ELSE* COULD HANDLE IT?

BUT AS TIGER TRAKKER PONDERS THE FATE OF MAN AND ANIMAX...


... WE TURN TO LOOK SOMEWHERE OUT ON THE GREAT PLAINS OF THE LITESIDE.
THE CARNIVAURS ARE ALL FIXED, X-TINCTOR! WE'RE READY!
LET'S GO GET 'EM!
WE'VE GOT TO BE SMARTER THAN THAT, TORRENDUS.
WITH MAX ACTION LEADING THE ANIMAX AGAIN, WE'VE LOST THE INITIATIVE.
WE'LL HAVE TO GET IT BACK!
COME ON, YOU SCUM! BREAK OUT THE SPECIAL PACKS AND GET 'EM ASSEMBLED!
MOVE IT! IT'S TIME WE QUIT FOOLING AROUND!
I STILL CAN'T BELIEVE ACTION SURVIVED THE AMBUSH!
IF NOT FOR HIM, WE MOTOR MUTANTS WOULD HAVE DESTROYED THE ANIMAX AND WON THE LITE SIDE! CURSES!
ALL RIGHT, BULL-VERISER! CRANK IT UP AND START PUMPING AIR!
STEP ON IT!
PUFF! PUFF! PUFF!
OR I'LL FEED YOU TO THE CREVITORS IN THE CRACK OF DOOM!

PUFF! PUFF! PUFF! PUFF!
AND SLOWLY, SOMETHING BEGINS TO GROW...
...AND GROW...
AND GROW...
UNTIL AT LAST...
RETREAD, CAN YOU HEAR ME?
SURE, BOSS. I FILLED UP WITH AIR CLEAR TO MY TOP. SOUND TRAVELS THROUGH MY HEAD GOOD.
THEN HERE ARE YOUR ORDERS.
FIND THE ANIMAX! SEEK THEM OUT! ASCERTAIN THEIR WHEREABOUTS!
AND WHEN YOU'VE FOUND THEM, REMEMBER WHERE!
UH, RIGHT, BOSS.
THEN REPORT TO ME AT ONCE! YOU UNDERSTAND?
UH, RIGHT BOSS.
FISSSSSST!
AND DON'T FORGET TO COME BACK!
UH, RIGHT, BOSS!
WHAT AN AIRHEAD!
BUT HE KNOWS ENOUGH TO GET THE JOB DONE! AND THAT'S WHAT COUNTS!


MEANWHILE, IN PEOPLOPOLIS...
I KNOW IT'S ALL IN THERE, HEATER.
I KNOW THAT EVERYTHING THE ORIGINAL MAX ACTION KNEW OR THOUGHT, YOUR MOTHER PUT INSIDE MY HEAD WHEN I WAS CREATED.

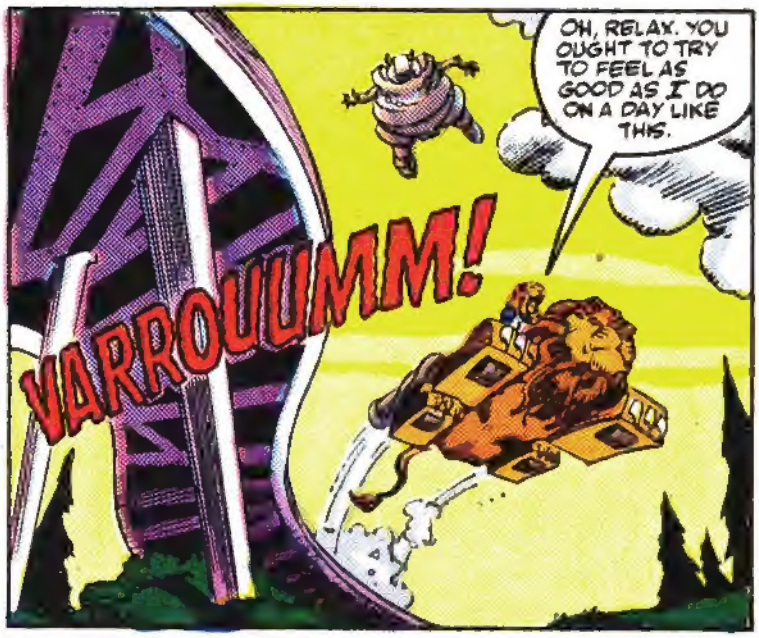

BUT SOMEHOW, IT'S LIKE I DON'T UNDERSTAND THE FILING SYSTEM.
I CAN'T GRAB HOLD OF WHAT I NEED.
SOMETIMES, I THINK MAYBE I'M GOIN' NUTS!
OR MAYBE I'M JUST THE GHOST OF A GUY WHO USED TO BE A HERO.
DON'T BE SILLY MAX, YOU RESCUED JUNGLE MAX, YOU SAVED THE TWIN TIGERS, AND YOU SAVED PEOPLOPOLIS *.
* IN THE LAST COUPLE OF ISSUES.

MAYBE YOU DON'T THINK YOU CAN FIND ANYTHING BUT WHAT DIFFERENCE DOES THAT MAKE?
EVEN THOUGH I STILL DON'T UNDERSTAND HALF OF WHAT'S GOING ON...
WHAT COUNTS IS WHAT YOU'VE DONE.

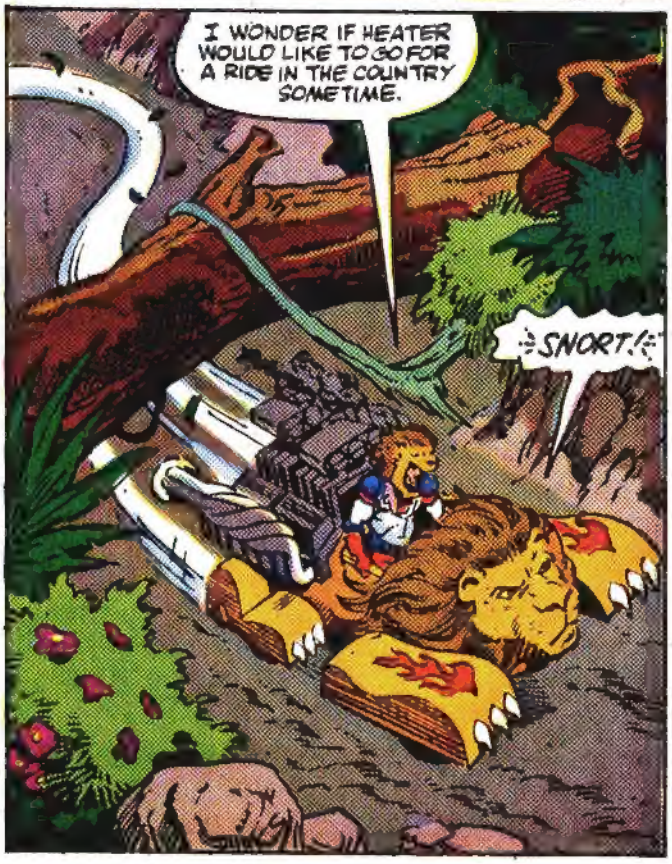
...YOU'VE MADE ME FEEL BETTER, HEATER. MAYBE MY TRACK RECORD ISN'T SO BAD AFTER ALL.
TIME TO GET BACK TO THE JUNGLE LAIR.
YOU KNOW, I'M REALLY GLAD I CAME, HEATER. THANKS FOR THE LISTEN.
WHENEVER YOU WANT, MAX. JUST GIVE IT TIME. THAT'S WHAT I'M DOING.

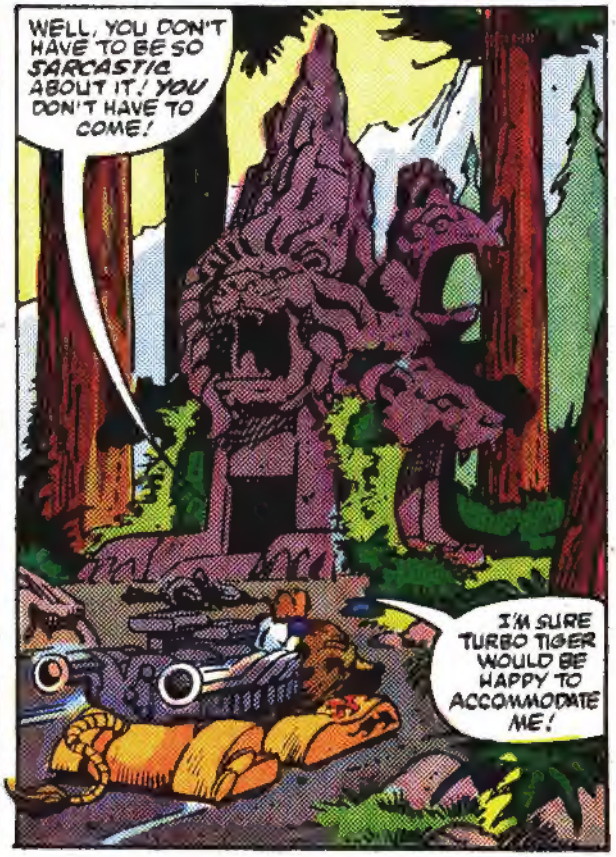
MOMENTS LATER...
SHE SURE IS SOME GIRL!
WONDER WHAT SHE'S GIVING TIME TO?
SNIFF! SNIFF!

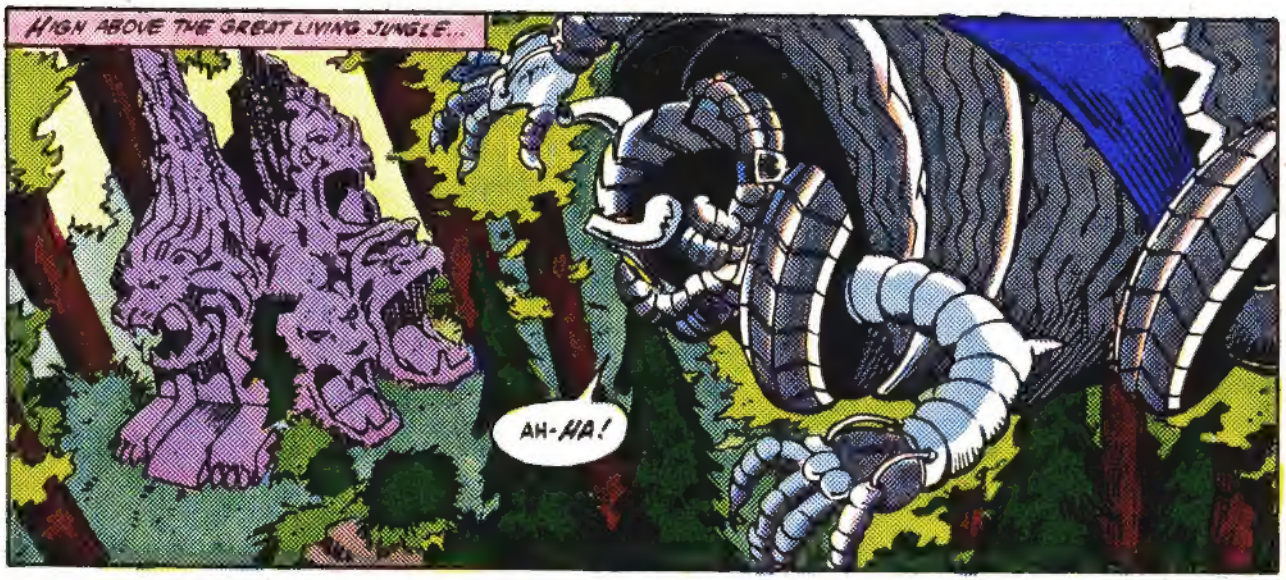
SOMETHING WRONG, JUNGLE MAX?
GROWWRL?
NO, I DON'T SEE ANYTHING EITHER.

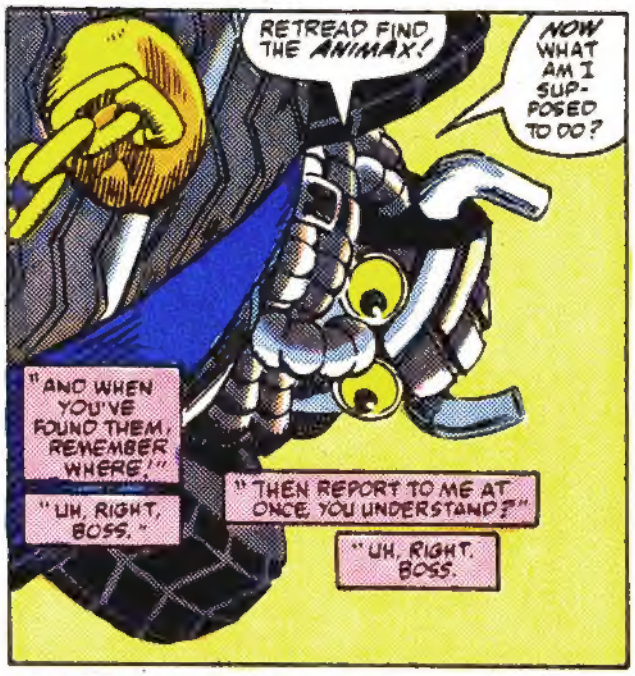

VARROUUMM!
OH, RELAX. YOU OUGHT TO TRY TO FEEL AS GOOD AS I DO ON A DAY LIKE THIS.

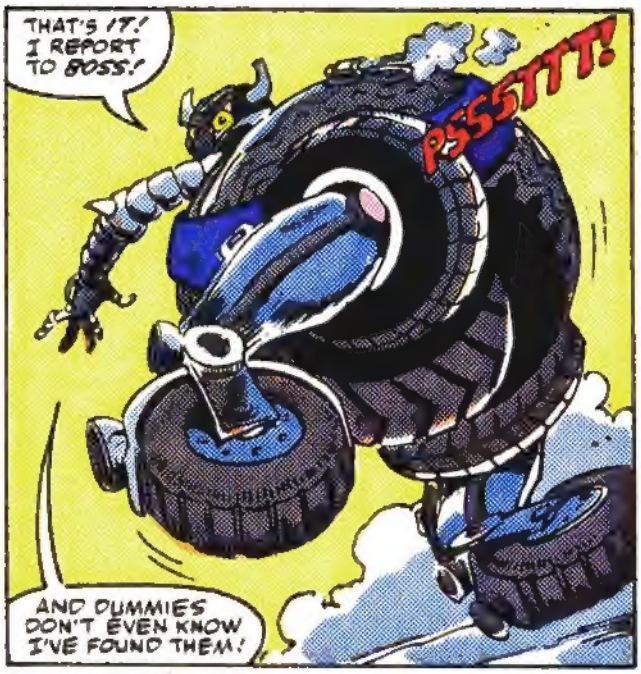
LET'S HEAD FOR THE SECRET TRAIL TO THE LAIR.

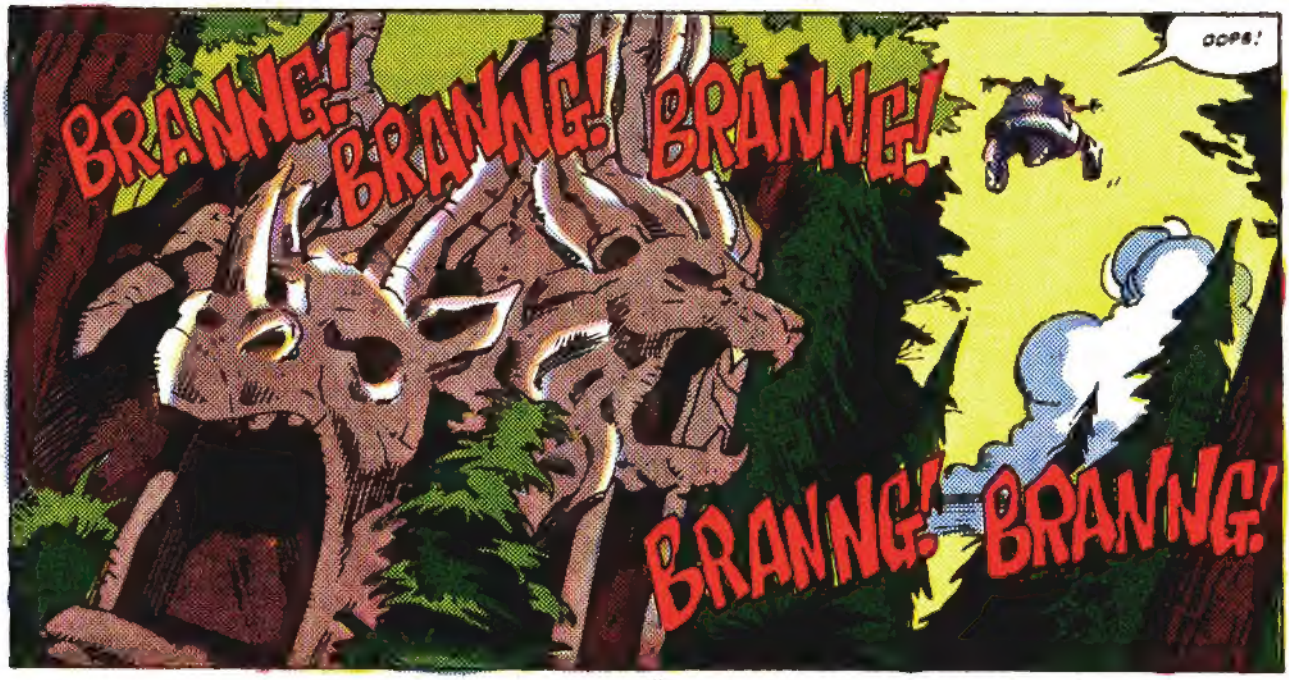

I WONDER IF HEATER WOULD LIKE TO GO FOR A RIDE IN THE COUNTRY SOMETIME.
SNORT!


WELL, YOU DON'T HAVE TO BE SO SARCASTIC ABOUT IT! YOU DON'T HAVE TO COME!
I'M SURE TURBO TIGER WOULD BE HAPPY TO ACCOMMODATE ME!


HIGH ABOVE THE GREAT LIVING JUNGLE...
AH-HA!


RETREAD FIND THE ANIMAX!
NOW WHAT AM I SUPPOSED TO DO?
"AND WHEN YOU'VE FOUND THEM, REMEMBER WHERE!"
"UH, RIGHT, BOSS."
"THEN REPORT TO ME AT ONCE, YOU UNDERSTAND?"
"UH, RIGHT, BOSS.


THAT'S IT! I REPORT TO BOSS!
PSSSTTT!
AND DUMMIES DON'T EVEN KNOW I'VE FOUND THEM!


BRANNG! BRANNG! BRANNG!
OOPS!
BRANNG! BRANNG!

INSIDE THE JUNGLE LAIR, THERE'S A SUDDEN MAD SCRAMBLE!

BRANNG! BRANNG!

INTRUDER ALERT!

SOMETHING'S FOUND THE LAIR!

BRANNG!

IT CAN'T BE! NOTHING'S EVER PENETRATED THE SECURITY HERE BEFORE!

SCANNERS DON'T SHOW ANYTHING IN THE JUNGLE!

INCREASE SCANNING RANGE. GO TO AERIAL SURVEILLANCE!

THERE IT IS!

BUT WHAT IS IT?

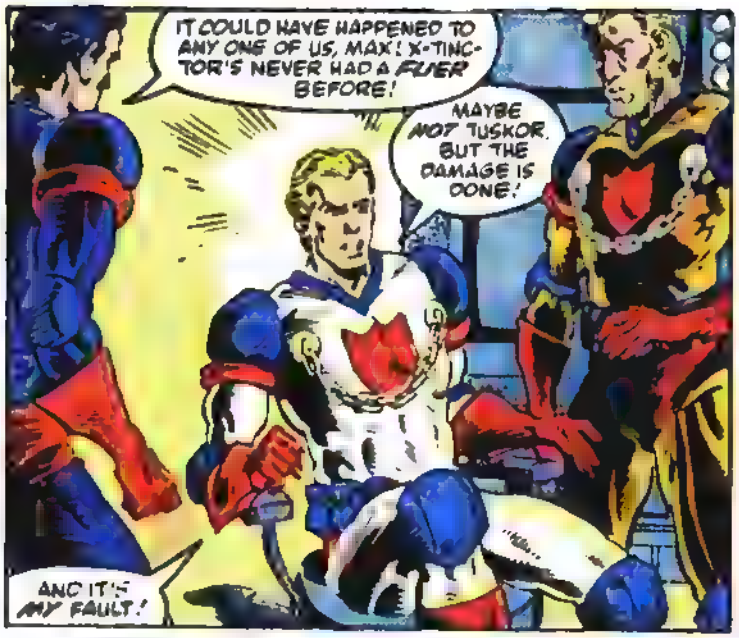
ONE OF X-TINCTOR'S MUTANTS! IT'S GOT TO BE!

CHANCES ARE, IT FOLLOWED YOU BACK HERE FROM PEOPLOPOLIS!

OH, NO!

THAT WOULD NEVER HAVE HAPPENED WITH THE OLD MAX! MAYBE I WAS RIGHT BEFORE!

MAYBE THE REAL MAX IS LOST TO US FOREVER!



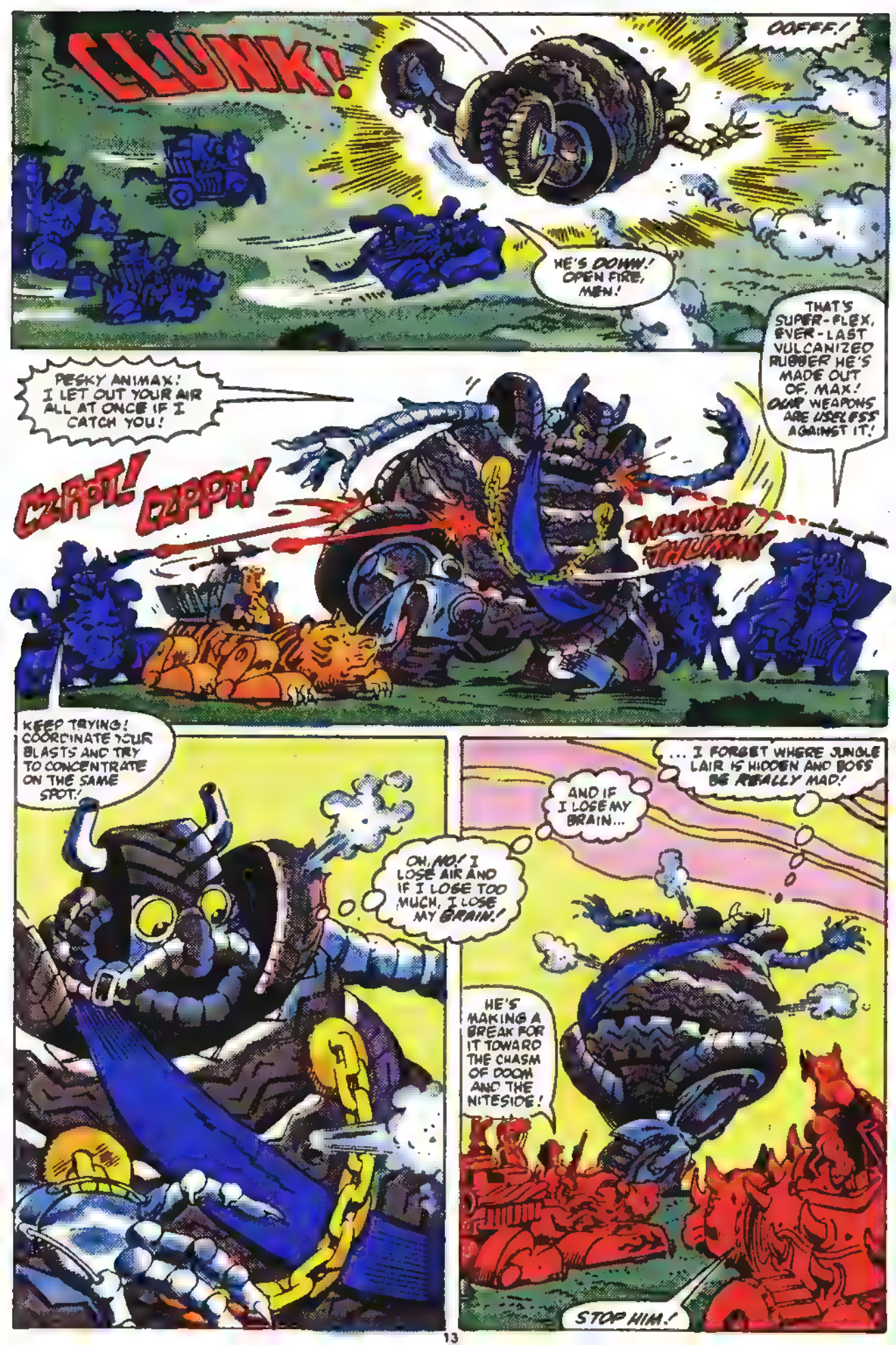
SCRAMBLE!!

AND TO THE THUNDEROUS ROAR OF ENGINES AND THE SCREAMING WHINE OF TURBOCHARGERS...

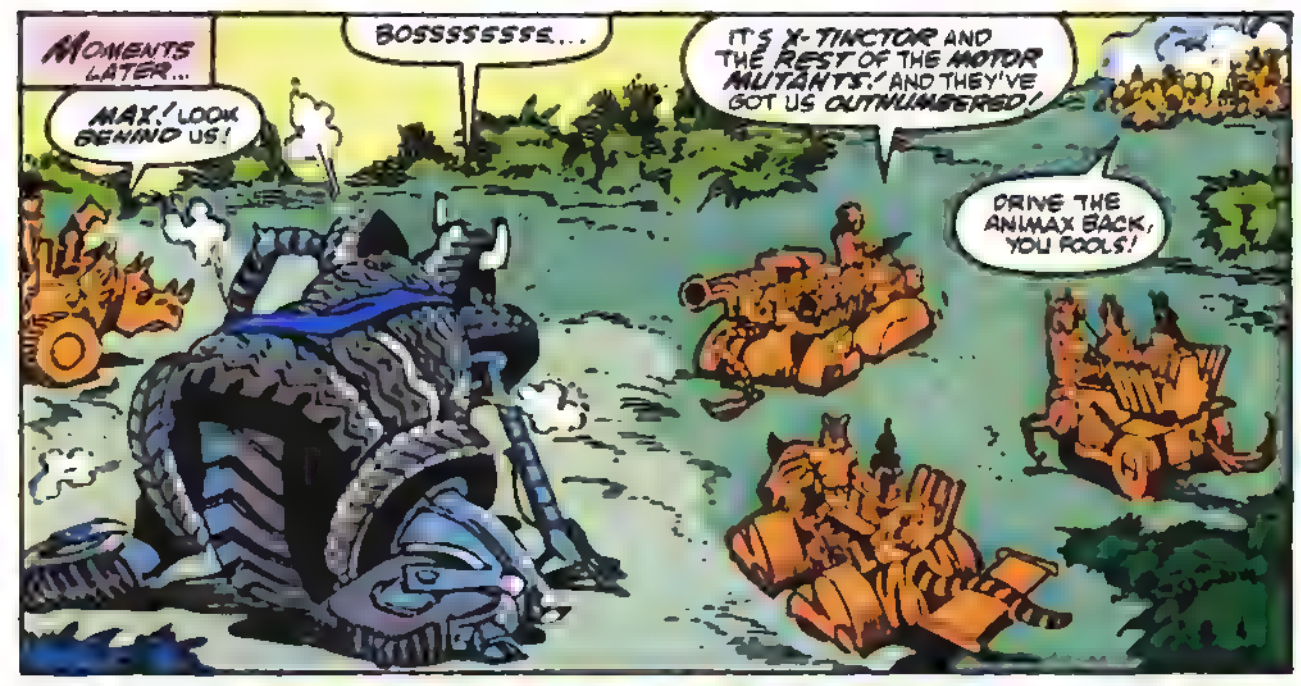
...THE ROADTAMERS AND THE ANIMAX RIDE OUT!

ROOARRRRR!!

UH-OH. HERE COME PESKY ANIMAX!
THERE HE IS, JUNGLE MAX!
MAYBE WE CAN BRING HIM DOWN WITH A SHOT FROM THE LION LASER.
FZZAPPT!
HA! ROADTAMER DUMMY MISSED RETREAD!
SPFITT!
BUT RETREAD MUST GET BACK TO BOSS QUICK BEFORE HE FORGETS WHERE IS JUNGLE LAIR.
SPFITT!
FFSSSSSSSSSSSSSSSSS...
FULL THROTTLE, JUNGLE MAX. THAT THING IS USING THE AIR IN HIS TIRES TO JET-PROPEL HIM THROUGH THE SKY.
HE'S LOSING US!
BUT HE'S LOSING AIR AND ALTITUDE, TOO!
X-TINCTOR'S CAMP CAN'T BE FAR OFF. IF WE'RE GOING TO STOP THAT THING BEFORE HE REACHES THE MUTANTS, IT'S GOT TO BE NOW!
UH-OH! TIRES ARE FLAT...
...AND ANIMAX ARE CATCHING UP!

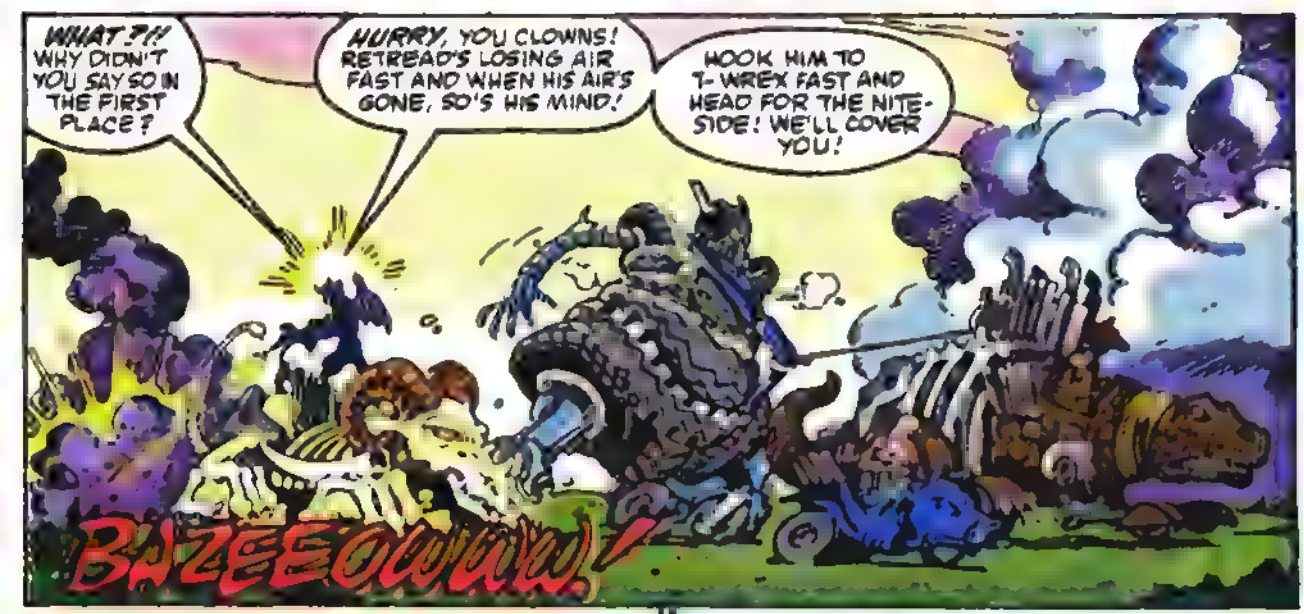

CLUNK!
OOFFF!
HE'S DOWN! OPEN FIRE, MEN!
THAT'S SUPER-FLEX, EVER-LAST VULCANIZED RUBBER HE'S MADE OUT OF, MAX! OUR WEAPONS ARE USELESS AGAINST IT!
PESKY ANIMAX! I LET OUT YOUR AIR ALL AT ONCE IF I CATCH YOU!
CZAPPT! CZAPPT!
THUMPTHUMPTHUMPTHUMP
KEEP TRYING! COORDINATE YOUR BLASTS AND TRY TO CONCENTRATE ON THE SAME SPOT!
OH, NO! I LOSE AIR AND IF I LOSE TOO MUCH, I LOSE MY BRAIN!
AND IF I LOSE MY BRAIN...
... I FORGET WHERE JUNGLE LAIR IS HIDDEN AND BOSS BE REALLY MAD!
HE'S MAKING A BREAK FOR IT TOWARD THE CHASM OF DOOM AND THE NITESIDE!
STOP HIM!

SCREEEEEEEETT!
HEY! WHAT'S HE DOING?
AND NOT ALL THAT FAR AWAY...
THAT'S RETREAD'S DISTRESS SIGNAL!
THE ANIMAX HAVE CAUGHT HIM!
MOUNT YOUR CARNIVAURS, YOU SCUM!
IT'S TIME YOU DID A LITTLE WORK FOR A CHANGE, INSTEAD OF LOAFING AROUND THE LITESIDE!
AND KEEP IT QUIET!
IF THE ANIMAX ARE AROUND, THIS MAY BE OUR CHANCE TO NAIL THEM!
AND BOUND TOGETHER BY THEIR MUTUAL HATRED OF THE ANIMAX AND THEIR ROAD-TAMERS...
...THE MOTOR MUTANTS MUFFLE THEIR EXHAUSTS AND MOVE OUT!


MOMENTS LATER...
MAX! LOOK BEHIND US!
BOSSSSSSSS...
IT'S X-TRACTOR AND THE REST OF THE MOTOR MUTANTS! AND THEY'VE GOT US OUTNUMBERED!
DRIVE THE ANIMAX BACK, YOU FOOLS!

WE'LL CUT RIGHT THROUGH THEM TO RETREAD!
BWHAM!
BEYOW!
YOU BLASTED BALLOON OF BLOATED AIR! YOU WERE SUPPOSED TO FLY BACK!

THIS BETTER NOT BE A WASTE OF MY TIME!
BOSSSSSS... I'VE FOUND THE ANIMAX LAIRRRRRRR... I REMEMBERRRRR...


WHAT?!! WHY DIDN'T YOU SAY SO IN THE FIRST PLACE?
HURRY, YOU CLOWNS! RETREAD'S LOSING AIR FAST AND WHEN HIS AIR'S GONE, SO'S HIS MIND!
HOOK HIM TO T-WREX FAST AND HEAD FOR THE NITE-SIDE! WE'LL COVER YOU!
BAZEEOWW!

AS THE MUTANTS RACE THROUGH THE LITESIDE, THE SKY BEGINS TO DARKEN AS GREAT CLOUDS ROLL ACROSS THE HEAVENS.

THE GOLDEN SUNLIGHT GROWS PALER AND PALER

AND ACROSS THE LANDSCAPE LIES A GULF THAT SEEMS TO DIVIDE THE EARTH ITSELF IN TWO!

THE MUTANTS HAVE REACHED THE TWILIGHT ZONE, THE HAUNTED BORDERLAND BETWEEN THE LITESIDE AND THE NITESIDE

HURRY! ACROSS THE BRIDGE OF DOOM! THE ANIMAX HAVE RECOVERED FROM THEIR SURPRISE AND THEY'RE GAINING ON US!

ONCE WE'RE ON THE NITESIDE, EVEN JUNGLE MAX WON'T DARE FOLLOW US!

WHAT'S THE PROBLEM? GET RETREAD ACROSS!

I'M SSSTUCK, BOSSS. TOO MUCH AIR.....

OBLITERATOR, RAM THAT IDIOT! FORCE HIM THROUGH THE LITESIDE GATE!

FOOOOOOFPH!

PHHHHHHHHH....!

WE'RE MOVING AGAIN, T-WREX! GUN IT!

HERE COME THE ANIMAX!

YOU'RE *TOO LATE*, SUCKERS! RETREAD'S ALMOST ON THE NITESIDE AND THE SECRET OF THE JUNGLE LAIR IS *OURS!*

YOU'LL NEVER CROSS THE BRIDGE OF DOOM WHILE I HOLD IT WITH THE AWESOME EXTERMINATOR!

AND IN CASE YOU'RE THINKING OF GIVING IT A TRY...

SCHRKRAAK!

...HAVE A FEW BLASTS OF *LIGHTNING* TO CHANGE YOUR MINDS!

KARRRAAAKK!

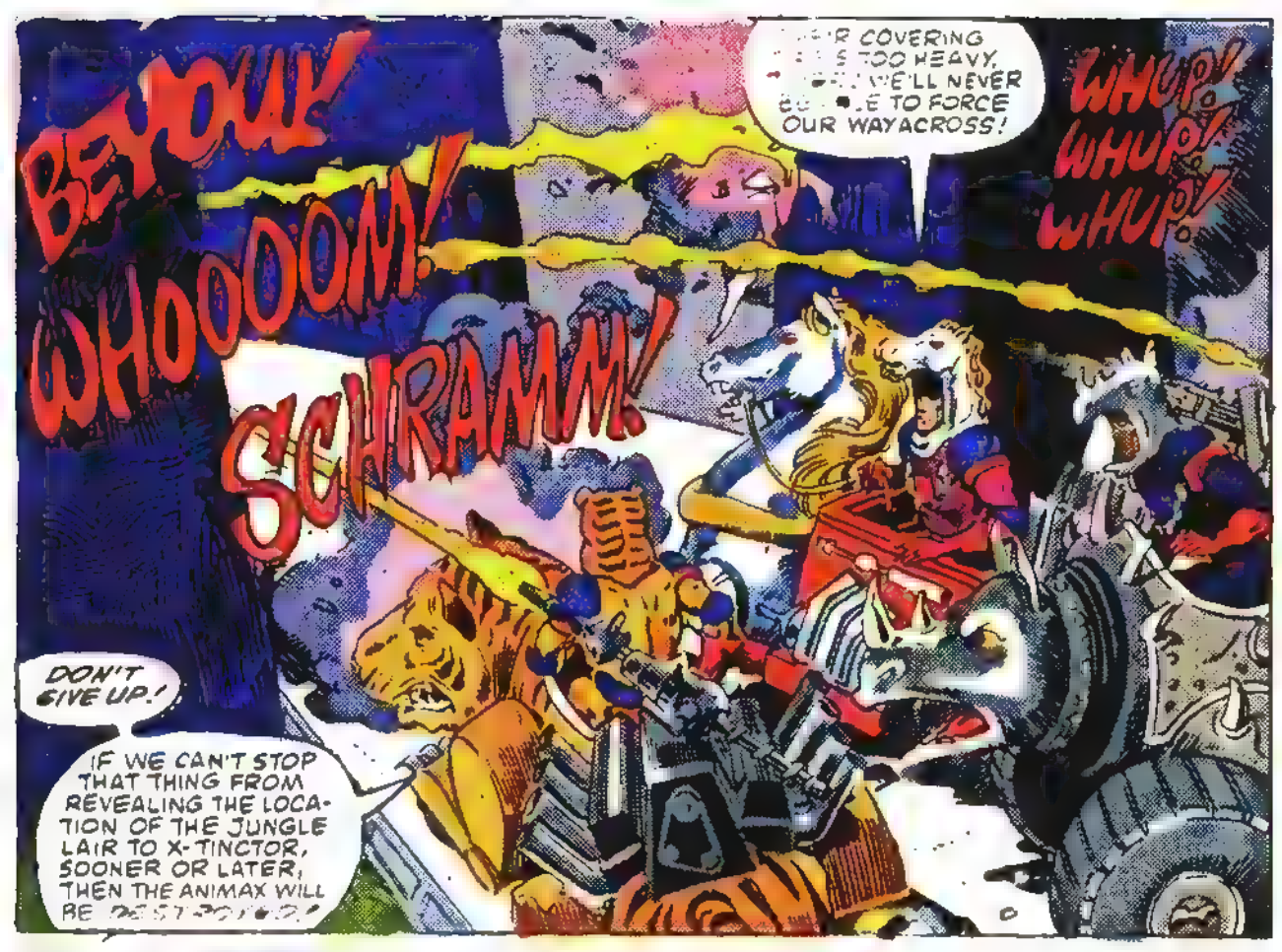
GROSS-OUT! YOU AND TYRO GET RETREAD THROUGH THE NITESIDE GATE AND INTO THE DARK!

THEY'LL NEVER FIND US THERE. THEN GRILL HIM *FAST!*

WE WANT THAT *LOCATION!*

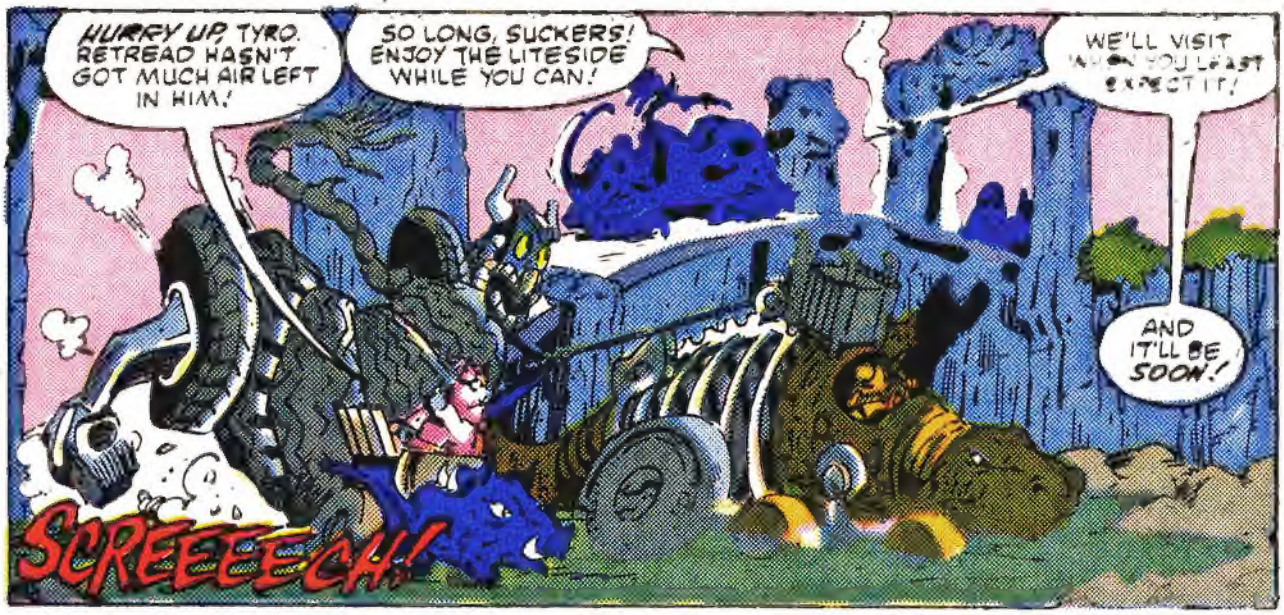
THE REST OF YOU CONCENTRATE YOUR FIRE ON THE ANIMAX!

NONE OF THEM IS TO SET FOOT ON THE BRIDGE ALIVE!

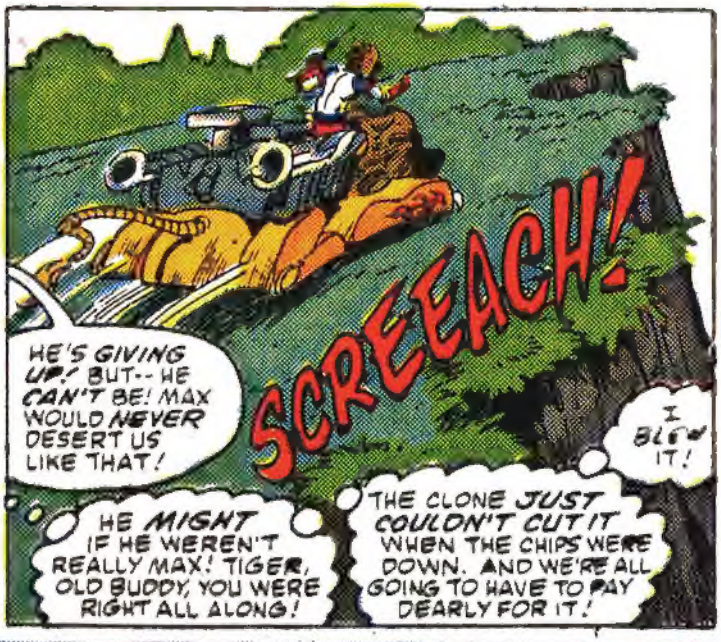

BEYOUK!
WHOOOOM!
SCHRAMM!
R COVERING S TOO HEAVY, WE'LL NEVER E TO FORCE OUR WAY ACROSS!
WHUP! WHUP! WHUP!
DON'T GIVE UP!
IF WE CAN'T STOP THAT THING FROM REVEALING THE LOCATION OF THE JUNGLE LAIR TO X-TINCTOR, SOONER OR LATER, THEN THE ANIMAX WILL BE DESTROYED!

WE'RE THROUGH THE GATE!
T BACKING UP, OBLITERATOR! SLOWLY!
SCHROOCT! SCHROOCT!

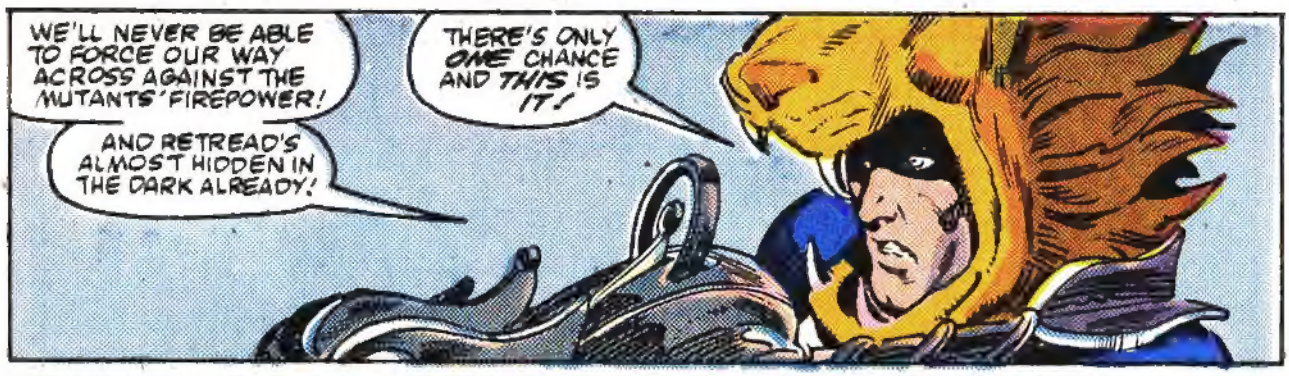
IT'S NO GOOD! THE BRIDGE IS SHAKING TOO MUCH FOR US TO GET AN ACCURATE SHOT AT RETREAD!
X-TINCTOR HAS FINALLY DEFEATED THE ANIMAX, MAYBE FOR ALL TIME!
BUT WHERE'S MAX?


HURRY UP, TYRO. RETREAD HASN'T GOT MUCH AIR LEFT IN HIM!
SO LONG, SUCKERS! ENJOY THE LITESIDE WHILE YOU CAN!
WE'LL VISIT YOU WHEN YOU LEAST EXPECT IT!
AND IT'LL BE SOON!
SCREEEECH!

T-WREX AND THE REST ARE VANISHING INTO THE GLOOM, AND WITH THEM, GO ALL OUR HOPES FOR TOMORROW!
BUT WHERE'S MAX? HE SHOULD HAVE BEEN HERE! WHY DIDN'T HE--!
THERE HE IS! BUT WHERE'S HE GOING?

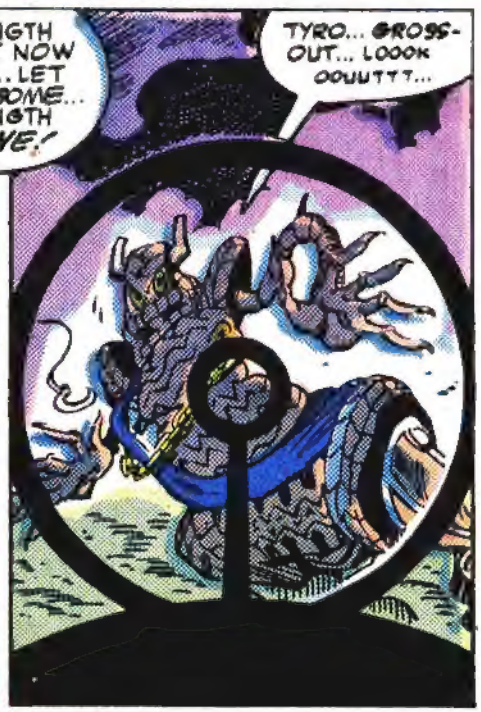

SCREEACH!
HE'S GIVING UP! BUT-- HE CAN'T BE! MAX WOULD NEVER DESERT US LIKE THAT!
HE MIGHT IF HE WEREN'T REALLY MAX! TIGER, OLD BUDDY, YOU WERE RIGHT ALL ALONG!
THE CLONE JUST COULDN'T CUT IT WHEN THE CHIPS WERE DOWN. AND WE'RE ALL GOING TO HAVE TO PAY DEARLY FOR IT!
I BLEW IT!

THE BRIDGE IS NO GOOD, JUNGLE MAX!


WE'LL NEVER BE ABLE TO FORCE OUR WAY ACROSS AGAINST THE MUTANTS' FIREPOWER!
THERE'S ONLY ONE CHANCE AND THIS IS IT!
AND RETREAD'S ALMOST HIDDEN IN THE DARK ALREADY!

STEADY, BOY, STEADY!
ALL POWER DIVERTED TO LION LASER! STRENGTH SEVEN AND CLIMBING...

STEADY! A DEEP BREATH!
STRENGTH EIGHT. NOW RELAX... LET IT OUT SOME... STRENGTH NINE!


TYRO... GROSS-OUT... LOOOK OOUUTTT...

STRENGTH TEN!
SKKRHEEYOOOWW!
OHNNNN NOOOOOOO

BBAWHAMMM!
WE GOT HIM, JUNGLE MAX! WE GOT HIM!
SSSSSISSSSSSSS
RETREAD, YOU STUPID JERK! THE LOCATION QUICK!!
RETREAD!
BOOOOOSSSSSSSS
HIS AIR'S ESCAPED COMPLETELY! HE COULDN'T REMEMBER ENOUGH NOW TO BLOW HIS OWN NOSE!
WHAT AN INCREDIBLE SHOT! MAX BLEW RIGHT THROUGH HIS HEAD!
CURSE YOU, MAX ACTION! I CURSE YOU AND YOUR KIND!
DEATH TO HUMANITY AND THE ANIMAX!
X-TINCTOR AND THE MOTOR MUTANTS WILL NEVER REST UNTIL THE STAIN OF LIGHT IS WIPED FROM THE EARTH AND DARKNESS RULES FOREVER!

THE MUTANTS AND THE CARNIVAURS WILL NEVER WIN, NO MATTER WHAT, X-TINCTOR, BECAUSE LIGHT WILL ALWAYS OVERCOME THE DARK!
THE ANIMAX WILL DEFEND HUMANITY TO THE DEATH!
AND NO MATTER HOW MANY OF US YOU KILL, A THOUSAND MORE WILL RISE TO TAKE OUR PLACES!
OUR HERITAGE IS FREEDOM AND IN HER CAUSE WE WOULD GLADLY LAY DOWN OUR LIVES! LET THE ENEMIES OF MANKIND BEWARE!
AMEN!
THE END